

14 February 2017

Centralised Company Announcements Platform  
Australian Stock Exchange  
10<sup>th</sup> floor, 20 Bond Street  
Sydney NSW 2000

Dear Sir,

## **NON-RENOUCEABLE PRO RATA ENTITLEMENTS ISSUE**

### **Closure of Rights Issue**

The Directors of Orinoco Gold Limited ("Orinoco" or the "Company") hereby advise that the non-renounceable entitlements issue of shares and attaching options announced on 16 December 2016 closed on 10 February 2017 ("Entitlements Offer").

The total raised under the Offer to date including Entitlements and Shortfall totals \$9,740,260 with additional interest in Shortfall being received from various parties.

Of the 175,628,051 shares and 175,628,051 attaching options offered under the non-renounceable rights issue, a total of 39,932,597 shares and 39,932,597 attaching options were subscribed for by existing shareholders, resulting in a shortfall of 135,695,454 shares and 135,695,454 options.

As at 10 February 2017, the Company had received shortfall applications of 99,228,264 shares and 99,228,264 attaching options. This includes the 85,190,463 shares and 85,190,463 options to be issued to AngloGold Ashanti Limited as announced on 7 February 2017.

### **Shortfall**

The Shortfall remaining equals to 36,467,190 shares and 36,467,190 attaching options to raise an additional \$2,552,703, and any placement of those securities will be at the discretion of the Board. The Company has received interest from various parties to take up this shortfall and will be following these parties up over the coming days. The Company has three months from the Closing Date of the Entitlements Issue to arrange for the placement of remaining Shortfall securities.

### **Convertible Loans**

Further, on closing of the Entitlements Offer the Company has converted the Convertible Loans on the terms and conditions disclosed in the Notice of Meeting dated 14 December 2016. The Company has issued 29,177,519 Shares and 29,177,519 Options. These securities were issued pursuant to shareholder approval. The Appendix 3B seeking quotation of the securities issued to the Convertible Loan holders is attached.

The Company would like to thank its shareholders for their on-going support.

**Issue and Allotment information**

With reference to the Appendix 3B lodged on 16 December 2016, Orinoco advises that allotment of 139,160,681 shares and 139,160,681 attaching options has occurred as a result of applications received under the rights issue and the shortfall. Further the Company wishes to advise the allotment of the 29,177,519 Shares and 29,177,519 Options on the conversion of the Convertible Loans. The Company has applied for ASX quotation of these shares and options.

The new capital structure of the Company, following allotment of the entitlement issue shares and attaching options, is as follows:

<b>Type of Securities</b>	<b>#</b>
Fully paid ordinary shares <sup>(1)</sup>	485,239,516
Listed Options exercisable at 25c each expiring on 31 January 2018	30,655,369
Listed Options exercisable at 11c each expiring on 31 January 2020 <sup>(1)</sup>	168,338,380
Unlisted Options exercisable at 11c each expiring on 30 April 2017	500,000
Unlisted Options exercisable at 11c each expiring on 30 June 2017	250,000
Unlisted Options exercisable at 25c each expiring on 31 October 2017	12,250,000
Unlisted Options exercisable at 16c each expiring on 31 October 2017	1,250,000
Unlisted Options exercisable at 25c each expiring on 31 May 2017	7,000,000
Unlisted Options exercisable at 15c each expiring on 30 April 2018	10,500,000
Unlisted Options exercisable at 25c each expiring on 13 July 2019	300,000
Unlisted Options exercisable at 7c expiring on 30 November 2017	2,678,571
Unlisted Options exercisable at 7c expiring on 30 April 2018	500,000
Unlisted Options exercisable at 7c expiring on 30 June 2018	250,000

Notes:

- (1) This includes the shares and options issued to convertible loan holders. Appendix 3B is attached applying for quotation.

Attached are the top 20 shareholders report and distribution report for Shares and Options following allotment of the Entitlements Issue Securities.

Yours sincerely,

**For and on behalf of Orinoco Gold Limited**



**Joel Ives**  
Company Secretary

Spread & Top 20 Listing

		*- Current Status -*		*- As at: 1/02/17 -*	
<u>Holder name</u>	<u>Designation</u>	<u>Units</u>	<u>% of issued</u>	<u>Units</u>	<u>% of issued</u>
1	ANGLOGOLD ASHANTI HLDG PL	85,190,463	17.56%		
2 *	ADMARK INV PL	45,274,074	9.33%	45,274,074	14.29% 1
3	TYRANNA RES LTD	22,918,566	4.72%	15,506,902	4.89% 3
4	ADMARK INV PL	17,611,807	3.63%	3,576,923	1.13% 12
5	CRH MEZZANINE PTE LTD	15,890,731	3.27%	15,890,731	5.01% 2
6 *	HSBC CUSTODY NOM AUST LTD	11,766,181	2.42%	6,719,780	2.12% 6
7	KAS INV & DVLMT PL	10,497,046	2.16%	11,153,515	3.52% 4
8 *	PALASOVSKI TONY	7,889,701	1.63%	2,050,759	.65% 25
9 *	MARSHALL TRACEY LEANNE	7,570,812	1.56%	4,817,789	1.52% 8
10	KHAOULE WALID	7,158,692	1.48%	7,158,692	2.26% 5
11	JANELIN INV PL	6,300,000	1.30%	6,294,159	1.99% 7
12 *	IMPULZIVE PL	5,897,621	1.22%	3,753,031	1.18% 11
13 *	MANICITI PTE LTD	5,000,000	1.03%	2,046,035	.65% 26
14 *	RIVERVIEW CORP PL	4,704,371	.97%	3,275,800	1.03% 15
15 *	GREGORACH PL	4,124,386	.85%	4,124,386	1.30% 10
16 *	JAEC HLDGS PL	3,567,638	.74%	3,567,638	1.13% 13
17	LESO VINCENT JOHN	3,500,000	.72%	3,500,000	1.10% 14
18	KAS DVLMTS PL	3,086,062	.64%	3,086,062	.97% 16
19 *	ALIMATT PL	3,035,591	.63%	4,535,591	1.43% 9
20	LAI DOUGLAS	3,000,000	.62%		
*** Top 20 total ***		<u>273,983,742</u>	<u>56.48%</u>	<u>146,331,867</u>	<u>46.17%</u>

\*\* All holders included

\* - Denotes merged holder

ORINOCO GOLD LIMITED  
ORINOCO GOLD LIMITED FULLY PAID

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Spread Analysis Listing

Date - 14/02/2017 Time - 9.08.38  
User - LAURA SRSTP

<u>Spread of Holdings</u>	<u> Holders</u>	<u>Securities</u>	<u>% of issued capital</u>
NIL holding			
1 - 1,000	40	5,181	.00 %
1,001 - 5,000	141	497,414	.10 %
5,001 - 10,000	222	1,885,835	.39 %
10,001 - 100,000	888	35,884,988	7.40 %
100,001 -	430	446,966,098	92.11 %
<b>Total on register</b>	<b>1721</b>	<b>485,239,516</b>	<b>100.00 %</b>
<b>Total overseas holders</b>	<b>43</b>	<b>110,695,016</b>	<b>22.81 %</b>
<u>Analysis by location</u>			
Overseas	43	110,695,016	22.81 %
Australia :	1652	372,535,407	76.77 %
ACT	19	606,726	.13 %
NSW	546	201,741,978	41.58 %
VIC	325	39,521,898	8.14 %
QLD	281	37,601,302	7.75 %
SA	76	4,933,726	1.02 %
WA	384	84,286,095	17.37 %
TAS	12	828,641	.17 %
NT	9	3,015,041	.62 %
Address unknown	26	2,009,093	.41 %
<b>Total</b>	<b>1721</b>	<b>485,239,516</b>	<b>100.00 %</b>

\*\* ALL holders included

\*\*\* Common holders merged into one holding

ORINOCO GOLD LIMITED  
 ORINOCO GOLD LIMITED OPTIONS EXPIRING 31/01/20 \$0.11  
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Spread & Top 20 Listing

Date - 14/02/2017 Time - 9.10.10  
 User - LAURA SRSPTP  
 \*- As at: 0/00/00 -\*  
Units % of issued

	<u>Holder name</u>	<u>Designation</u>	*- Current Status -*	
			<u>Units</u>	<u>% of issued</u>
1	ANGLOGOLD ASHANTI HLDG PL		85,190,463	50.61%
2	ADMARK INV PL	PINTO FAM A/C	14,534,884	8.63%
3	TYRANNA RES LTD		7,411,664	4.40%
4 *	PALASOVSKI TONY		5,838,942	3.47%
5 *	MANICITI PTE LTD		5,000,000	2.97%
6 *	HSBC CUSTODY NOM AUST LTD		3,045,462	1.81%
7 *	MARSHALL TRACEY LEANNE		2,753,023	1.64%
8 *	IMPULZIVE PL	DAWSON S/F A/C	2,144,590	1.27%
9	ZW 2 PL		2,000,000	1.19%
10 *	RIVERVIEW CORP PL		1,428,571	.85%
11	LEES LIONEL C J + C K	LSF A/C	1,100,000	.65%
12	EVANS SIMON ROBERT + K M	KAMIYACHO S/F A/C	857,142	.51%
13	FIT LABORATORIES PL		771,428	.46%
14	PACESKOSKI SASO		726,745	.43%
15	VUCIC TONY PETER + DIANE	VUCIC FUTURE FUND	726,745	.43%
16	FISHER BRENT		714,285	.42%
17	WHITE TRADING PL		714,285	.42%
18	JANELIN INV PL	JANELIN INV A/C	700,000	.42%
19	BENATAR RONNIE + LOUANNE	BENATAR S/F A/C	682,858	.41%
20	BENATAR RONNIE	RONNIE BENATAR FAM	671,471	.40%

\*\*\* Top 20 total \*\*\*

137,012,558    81.39%

%

\*\* All holders included

\* - Denotes merged holder

ORINOCO GOLD LIMITED  
ORINOCO GOLD LIMITED OPTIONS EXPIRING 31/01/20 \$0.11  
Page - 2

Spread Analysis Listing

Date - 14/02/2017 Time - 9.10.10  
User - LAURA SRSTP

<u>Spread of Holdings</u>	<u> Holders</u>	<u>Securities</u>	<u>% of issued capital</u>
NIL holding			
1 - 1,000			.00 %
1,001 - 5,000	54	162,991	.10 %
5,001 - 10,000	58	434,631	.26 %
10,001 - 100,000	273	10,554,999	6.27 %
100,001 -	109	157,185,759	93.37 %
	<hr/>	<hr/>	<hr/>
Total on register	494	168,338,380	100.00 %
	<hr/>	<hr/>	<hr/>
Total overseas holders	13	86,671,305	51.49 %
	<hr/>	<hr/>	<hr/>
<u>Analysis by location</u>			
Overseas	13	86,671,305	51.49 %
Australia :	476	81,524,422	48.43 %
ACT	3	89,742	.05 %
NSW	130	40,236,146	23.90 %
VIC	116	9,824,930	5.84 %
QLD	105	14,290,695	8.49 %
SA	34	1,578,929	.94 %
WA	77	14,618,796	8.68 %
TAS	4	42,002	.02 %
NT	7	843,182	.50 %
Address unknown	5	142,653	.08 %
	<hr/>	<hr/>	<hr/>
	494	168,338,380	100.00 %
	<hr/>	<hr/>	<hr/>

\*\* ALL holders included

\*\*\* Common holders merged into one holding

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Orinoco Gold Limited

ABN

71 149 219 974

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | (a) Ordinary shares<br>(b) Listed Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (a) 29,177,519<br>(b) 29,177,519   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Fully paid ordinary shares<br>(b) Listed options with an exercise price of \$0.11 and expiring 31 January 2020 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) Yes  (b) No, shares issued on the exercise of options will rank equally with existing quoted securities.</p>
<p>5 Issue price or consideration</p>	<p>(a) A deemed price of \$0.0688 being the 15 day volume weighted average price (VWAP) immediately prior to the closing of the Rights Issue.  (b) Nil</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a – b) Securities issued on conversion of the Convertible Loans in accordance with the terms and conditions of the agreements and pursuant to shareholder approval on 13 January 2017.</p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a – b) Securities issued on conversion of the Convertible Loans in accordance with the terms and conditions of the agreements and pursuant to shareholder approval on 13 January 2017.								
6f	Number of +securities issued under an exception in rule 7.2	Nil								
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A								
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A								
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 capacity: 72,783,784 7.1A capacity: N/A								
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	14 February 2017								
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="783 1435 991 1489">Number</th> <th data-bbox="991 1435 1474 1489">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="783 1489 991 1545">485,239,516</td> <td data-bbox="991 1489 1474 1545">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="783 1545 991 1646">30,655,369</td> <td data-bbox="991 1545 1474 1646">\$0.25 OGXOC options exercisable on or before 31 January 2018</td> </tr> <tr> <td data-bbox="783 1646 991 1724">168,338,380</td> <td data-bbox="991 1646 1474 1724">\$0.11 OGXOD options exercisable on or before 31 January 2020</td> </tr> </tbody> </table>	Number	+Class	485,239,516	Fully Paid Ordinary Shares	30,655,369	\$0.25 OGXOC options exercisable on or before 31 January 2018	168,338,380	\$0.11 OGXOD options exercisable on or before 31 January 2020
Number	+Class									
485,239,516	Fully Paid Ordinary Shares									
30,655,369	\$0.25 OGXOC options exercisable on or before 31 January 2018									
168,338,380	\$0.11 OGXOD options exercisable on or before 31 January 2020									

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	500,000	\$0.11 options exercisable on or before 30 April 2017
		1,250,000	\$0.16 options exercisable on or before 31 October 2017
		12,250,000	\$0.25 options exercisable on or before 31 October 2017
		7,000,000	\$0.25 options exercisable on or before 31 May 2017
		250,000	\$0.11 options exercisable on or before 30 June 2017
		10,500,000	\$0.15 options exercisable on or before 30 April 2018
		300,000	\$0.25 options exercisable on or before 14 July 2019
		2,678,571	\$0.07 options exercisable on or before 30 November 2017
		500,000	\$0.07 options exercisable on or before 30 April 2018
		250,000	\$0.07 options exercisable on or before 30 June 2018
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Pro rata issue**

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.</small>  <small>Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part of</i> their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	N/A

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+ See chapter 19 for defined terms.

### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### **Entities that have ticked box 34(a)**

#### **Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

N/A
-----

39 +Class of +securities for which quotation is sought 

N/A
-----

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
 If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A
-----

41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another +security, clearly identify that other +security)

N/A
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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  
  - There is no reason why those +securities should not be granted +quotation.
  
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 14 February 2017  
(Company Secretary)

Print name: Joel Ives

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	220,736,769
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<div style="margin-bottom: 10px;">189,852,169</div> <div style="margin-bottom: 10px;">74,650,578</div> <div>Nil</div>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	485,239,516

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	72,785,927
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
“C”	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	72,785,927
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
<b>Total</b> [“A” x 0.15] – “C”	72,785,927 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	N/A
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	N/A
<b>“E”</b>	N/A

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	N/A
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	N/A
<b>Total [“A” x 0.10] – “E”</b>	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.

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## TERMS AND CONDITIONS OF LISTED OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.11 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 January 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation**

Application will be made to the ASX for official quotation of the Options not later than 5 business days after the date of their issue.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.